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Circular to Shareholders of

Ventus VCT plc

Registered in England and Wales under number 05205442

Ventus 2 VCT plc

Registered in England and Wales under number 05667210

**Recommended proposals for the disposal of the Companies'
assets and the discontinuance of the Companies
as venture capital trusts**

Your attention is drawn to the letter from the Chairmen of the Companies set out on pages 4 to 11 of this document which contains a unanimous recommendation to vote in favour of the Resolutions to be proposed at each of the General Meetings.

Notices of the General Meetings, to be held on 19 May 2021, at 12 noon in the case of Ventus and 12:15 p.m. in the case of Ventus 2, to approve the Resolutions, are set out at the end of this document.

Whilst all Shareholders will be able to vote at the General Meetings, as a result of the Government restrictions on movement and gatherings imposed as a result of the COVID-19 pandemic, Shareholders will not be allowed to attend the General Meetings in person, with voting at the General Meetings being conducted on a poll. See Note 1 to the each of the notices of General Meetings on pages 21 and 24.

The Boards encourage the submission of questions on the content of this Circular to the Boards via email to ventus@temporiscapital.com by 30 April 2021. Answers will be published on the Companies' website by close of business on Friday 7 May 2021. Furthermore, the Boards intend to hold a moderated Shareholder forum immediately prior to the General Meetings, details of which will be available on the Companies' website in due course. For independent financial advisors only, please contact RAM Capital on +44 (0)20 3006 7530 or by email at taxsolutions@ramcapital.co.uk.

All Shareholders will receive a form of proxy which relates to the Resolutions to be proposed at the General Meetings. If a Shareholder has not received the form of proxy they are requested to contact The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH. As an alternative to completing a hard-copy form of proxy, Shareholders can appoint a proxy electronically on-line, as explained on pages 21 and 24. Shareholders are encouraged to vote by proxy, appointing the Chairmen as their proxy, to indicate how they would wish to vote at the General Meetings.

Please complete and return the form of proxy, in accordance with the instructions printed on the form of proxy, by 12 noon on 17 May 2021 in the case of Ventus, and by 12:15 p.m. on 17 May 2021 in the case of Ventus 2 or, if either of the General Meetings is adjourned, not later than 48 hours prior to the adjourned General Meeting. The right to vote at each of the General Meetings is determined by reference to the register of members at close of business two days prior to that General Meeting. Accordingly, to be entitled to vote, Shareholders must be entered in the register of members of the relevant Company by close of business on 17 May 2021.

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Part I

Letter from the Chairmen of the Companies

Ventus VCT plc

(Registered No. 05205442)

Directors

David Williams (Chairman)
Josephine Dixon
Nicholas Curtis

Registered Office

7th Floor
Wellington House
125-130 Strand
London WC2R 0AP

Ventus 2 VCT plc

(Registered No. 05667210)

Directors

Lloyd Chamberlain (Chairman)
Jane Tozer
Christopher Zeal

Registered Office

7th Floor
Wellington House
125-130 Strand
London WC2R 0AP

Dear Shareholder,

Recommended proposal for the disposal of the Companies' assets and the discontinuance of the Companies as venture capital trusts

Introduction

This Circular sets out a recommended proposal from the Directors of the Companies for the disposal of the Companies' assets and the discontinuance of the Companies as venture capital trusts.

As set out in the Companies' 29 February 2020 annual reports, their 31 August 2020 half yearly reports and the RNS announcement of 1 March 2021 that was released jointly by the Companies, the Boards have carried out an extensive review of the future of the Companies and have concluded, for the following reasons, that it is in the best interests of Shareholders to dispose of the Companies' assets and to return the net proceeds to Shareholders:

- The existing assets have finite lives and the Companies are unable to make new investments into renewable assets due to changes made since 2014 to the VCT Rules.
- There are no viable opportunities to invest within the existing investee companies as reviewed in detail in the Capital Allocation Review in the Companies' August 2019 accounts.
- The NAV of the assets will start to fall as the remaining subsidy periods expire and operating lives decrease.
- Despite the work undertaken by the Boards and the Investment Manager to reduce costs, the Total Expense Ratio will increase over time as the Companies' NAVs fall. These costs offset the recurring tax benefits for qualifying Shareholders.
- The secondary market for the assets owned by the Companies has recovered from the disruption of the pandemic¹ and, in the opinion of the Boards, the Investment Manager and several financial advisers, is currently considered to be very favourable for sellers of assets similar to those held by the Companies.
- The anticipated return to Shareholders is estimated to be about 3% annually over the medium term as compared to the likely cash proceeds from a sale².

¹ As highlighted in the 31 August 2020 accounts.

² This represents the internal rate of return derived by comparing the cash that a shareholder would receive from a sale in 2021, with the receipt of dividends until a sale of the assets in 2026. The assumptions used to determine the value from the sale of assets in 2026 includes an increase in the asset life of the wind assets to 30 years, and a reduction in the unlevered discount rate for the hydro assets. No forecast or projection is expressed or implied.

- The Directors consider that these returns are inadequate when compared to the wide range of risks to which Shareholders would remain exposed. As an example, if long term power price forecasts were to fall by 10%³, the equivalent return would fall to about 1% annually.

1. Proposed transaction

Overview of the process and timetable

The Resolution to be proposed at the General Meeting of each Company, as set out in the notices at pages 20 and 23 of this Circular, should they pass, will empower the Boards to sell the Companies' assets, enabling them to return the net proceeds to Shareholders. The passing of each Company's Resolution is conditional on the passing of the Resolution by the other Company.

The Boards have appointed EY to review the assets prior to determining the transaction path to deliver the best result for Shareholders. This work is still ongoing. A transaction will require the Boards, together with the Investment Manager and EY, to negotiate with the joint venture partners and third party bidders, whilst all parties progress their technical and legal due diligence. A reasonable estimate is that the sale of assets will take between 6 and 9 months to complete, although this is subject to change and unforeseen events.

The majority of the net cash proceeds will be distributed to Shareholders as a dividend subsequent to the sale. The proportion of the net sales proceeds that can be returned at this stage will be limited by the distributable reserves for each Share class and the need to comply with the VCT Rules.

Once the sale process is complete a further circular will be sent by the Companies to all Shareholders containing notices of further general meetings at which resolutions will be proposed to wind up the Companies through members voluntary (solvent) liquidations ("MVLs"). Subsequent to the approval of the MVLs, a second substantial payment will be made by the liquidators. The Boards will work with the proposed liquidators prior to the MVLs to maximise the payments and minimise the timeframe whilst ensuring that the Companies remain compliant with all the VCT Rules. A reasonable estimate is that this second distribution could take between 1-2 months from the date of the sale of the final assets, although this is subject to change and unforeseen events.

Indicative returns from a sale

The secondary market for the assets owned by the Companies has recovered from the disruption of the pandemic⁴ and, in the opinion of the Boards, the Investment Manager and several financial advisers, is currently considered to be very favourable for sellers of assets similar to those owned by the Companies.

The Boards recently sought indicative prices for the Companies' assets to confirm this view. This exercise has indicated that the sale of assets could be expected to deliver a premium of at least 25% and 32% to the respective weighted average share prices of Ventus and Ventus 2 respectively at the market close on 26 February 2021⁵ (the trading day immediately prior to the announcement). The premium would be lower for the Companies' ordinary share classes and greater for the D share classes but, nevertheless, there would be a significant premium across all share classes as shown in the table below.

³ As context for this, the forecast for long term power prices has fallen by 10% in the year to December 2020 and by 37% in the 5 years to December 2020.

⁴ As highlighted in the 31 August 2020 accounts.

⁵ The premium is calculated relative to the mid-market closing price on 26 February 2021. It should be noted that there is limited trading in the Shares, and any Shareholder disposing of a significant number of Shares would likely incur additional transaction costs (brokerage fees and dealing spread) that would increase the premium in this calculation. Since the announcement on 1 March the share prices have increased significantly.

Indicative Proceeds and Premium vs. Share Price as at 26 February 2021

Share Class	Ventus		Ventus 2	
	p/Share	Premium ⁵	p/Share	Premium ⁵
Ordinary Shares	120.7	23%	94.1	35%
C Shares	149.8	27%	151.6	29%
D Shares	175.8	37%	177.4	39%
Weighted average	135.5	25%	115.8	32%

It should be stressed that this evaluation is based on expressions of interest and not binding commitments and that they may or may not result in any or all of the Companies' assets being realised or at these levels.

The Boards have engaged EY to review the assets, and to advise upon and manage the sales process that delivers the best result for Shareholders. The initial review of the assets performed by EY suggests that a sales process is likely to result in returns that are equal to or greater than those implied by the expressions of interest already received, but it should be stressed there can be no certainty that this will be the case as and when the assets are put up for sale.

No forecast or projection is expressed or implied from the statements above. Shareholders are directed to the Risk Factors set out in Part IV of this Document.

2. Background

Ventus and Ventus 2 were formed in 2004 and 2006 respectively as VCTs and raised capital between 2005 and 2014.

Each Company's investment strategy was to build and operate a portfolio of renewable energy assets, including wind, hydro and landfill gas projects, within the VCT Rules. The Companies could divest, reinvest and raise new capital and were expected to continue as permanent capital vehicles. Since their incorporation there have been significant regulatory changes, as set out in the Capital Allocation Reviews. As a consequence of the changes to the VCT Rules, the Companies cannot now raise new funds without materially altering their investment strategies nor can they make new investments in renewable energy assets.

Therefore, the Companies and their assets have a limited life. This is a material change in circumstances from the time each of their share classes were issued and there is no longer a strong rationale for the Companies' existence as permanent capital vehicles.

There has been, since their formation, a clause in each of the Company's Articles requiring a "Continuation Vote" to be held at their annual general meetings at regular intervals, the existing Articles providing that such Continuance Votes be held in 2020 and at each fifth annual general meeting thereafter. The Continuation Votes give Shareholders the option to instruct the Boards to sell the Companies' assets and subsequently wind up the Companies, or for the Companies to continue in their current form.

At the 2020 annual general meetings the Continuation Votes were proposed, in accordance with the Articles. However, as a result of the Covid-19 pandemic, the Boards were unable to complete their analysis, due to market uncertainty, and make a recommendation to Shareholders as to whether the Companies should continue as VCTs. Instead, the Boards recommended that the Continuance Votes be passed on the basis that each Company would hold further General Meetings, at such time that the markets had settled and when the Boards would be able to provide Shareholders with a clear and informed recommendation as to whether or not the Companies should continue as VCTs.

The transaction market returned to normality in late 2020 enabling the Boards to complete this analysis.

⁵ The premium is calculated relative to the mid-market closing price on 26 February 2021. It should be noted that there is limited trading in the Shares, and any Shareholder disposing of a significant number of Shares would likely incur additional transaction costs (brokerage fees and dealing spread) that would increase the premium in this calculation. Since the announcement on 1st March the share prices have increased significantly.

3. Shareholder returns up to the indicative transaction date

Shareholders have experienced strong returns to date, despite the troubled start to the Ordinary and C Share portfolios before Temporis Capital Limited was appointed as the Investment Manager in 2011. The total net cash proceeds from dividends and a sale at the indicative transaction price are shown in the table below. This table does not include the 30% (40% for the Ordinary Shares in both Companies) income tax relief available to qualifying Shareholders on subscription.

Total net cash returned to Shareholders at the indicative transaction price:

	Ventus (pence per Share)	Ventus 2 (pence per Share)
Ordinary Shares	207.4	144.7
C Shares	207.3	209.1
D Shares	188.8	190.4
Weighted average	206.1	166.4

The following table shows the equivalent annualised returns to Shareholders including the income tax relief available to qualifying Shareholders on subscription⁶:

	Ventus	Ventus 2
Ordinary Shares	10.0%	7.1%
C Shares	10.3%	10.4%
D Shares	14.3%	14.5%
Weighted average	10.4%	8.5%

It is clear to the Boards that the returns that Shareholders have experienced to date are very unlikely to be replicated in the future. A significant part of the returns to date have come from gains that are either not repeatable or unlikely to be repeatable:

- Debt refinancing to reduce the cost of finance and to release cash by increasing the loan to value. These refinancings have benefited from both the fall in interest rates and the maturation of the projects.
- Turbine upgrades.
- Consolidating operating and administration contracts across the portfolio to reduce costs.
- Renegotiation of power purchase agreements.
- Increase in values from lower discount rates. This has been driven by the maturation of the projects (from development to operating assets with a proven track record) and increased competition to buy assets.
- Income tax relief on subscription.

4. Future returns

The Boards and the Investment Manager have considered the potential returns and risks for Shareholders from the Companies remaining invested in their assets as compared to selling their assets. The Boards have, as part of this analysis, considered the tax advantages that Shareholders may benefit from due to the Companies' status as VCTs. This analysis is set out in detail below.

⁶ Assumes that each Ordinary Share investor qualified for 40% income tax relief at subscription and that each C Share and D Share investor qualified for 30% income tax relief at subscription. The return shown is the IRR (internal rate of return) from the Share class inception date, assuming the 40% (Ordinary Shares) or 30% (C Shares and D Shares) income tax relief in the year of subscription, tax free dividends as paid and a sale at the values implied by the indicative pricing exercise. This presumes target level dividends are paid in August 2021 plus the return of capital on 31 December 2021.

Indicative returns from holding the assets:

The anticipated return to Shareholders of Ventus and Ventus 2 is estimated to be less than 3% annually over the medium term as compared to the likely cash proceeds from a sale. No forecast or projection is intended or implied.

The table below shows the indicative proceeds from a sale in 2021 as compared to the estimated total return (including dividends) from selling in 2026. The table also shows the required annualised return⁷ to equal the estimated return from selling in 2026 by reinvesting the indicative proceeds from a sale in 2021. The assumptions used to determine the value from the sale of assets in 2026 include an increase in the asset life of the wind assets to 30 years, and a reduction in the unlevered discount rate for the hydro assets.

	Ventus			Ventus 2		
	Proceeds from Sale in 2021	Total Shareholder Return Hold to 2026	Annualised Return	Proceeds from Sale in 2021	Total Shareholder Return Hold to 2026	Annualised Return
Ordinary Shares	120.7	138.7	2.8%	94.1	102.6	1.7%
C Shares	149.8	171.0	2.7%	151.6	173.2	2.7%
D Shares	175.8	204.2	3.0%	177.4	204.2	2.8%
Weighted average	135.5	155.4	2.8%	115.8	129.1	2.2%

Risk / Return analysis

The Boards consider that the returns to Shareholders from the Companies remaining invested in their assets as compared to selling them now are insufficient when set against the wide range of risks to which Shareholders would remain exposed, including the rate of inflation, operational performance and power prices. As an example, if the forecast for long term power prices was to fall by 10%, the equivalent average return for the Companies would fall to about 1% annually. As context for this, the forecast for long term power prices has fallen by 10% in the year to December 2020 and by 37% in the 5 years to December 2020.

Limited asset life and falling NAVs:

The Companies' existing assets have a finite term, and the Companies are unable to make new investments into renewables due to the changes made since 2014 to the VCT Rules⁸. Consequently, the Companies' NAVs – which include the present value of all the future cashflows generated by the assets - will start to fall as dividends are paid to Shareholders.

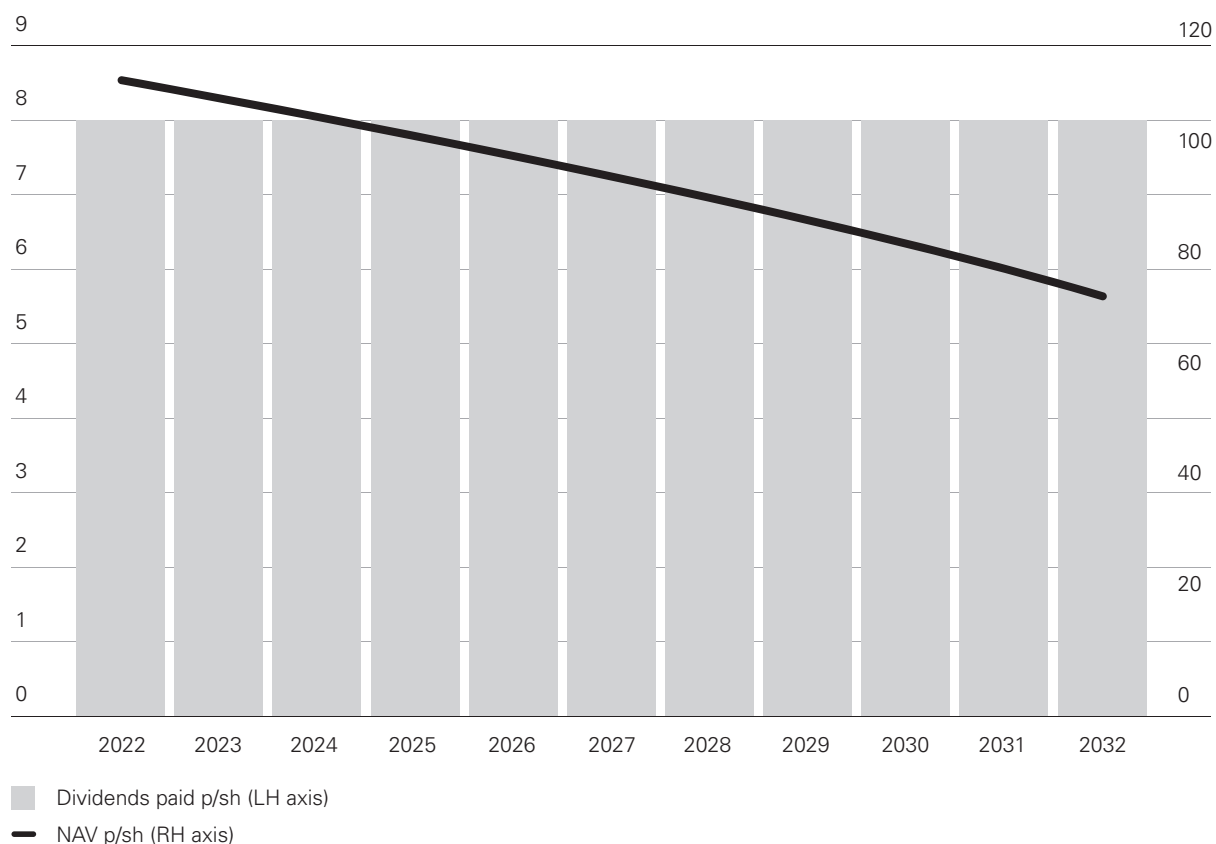
This issue does not affect other similar investment vehicles in the same way, which may be able to raise new funds and re-invest excess cash, allowing them to manage the average age of their assets. This specific issue is a key factor in the Boards' recommendations.

Future dividends will increasingly comprise a return of capital rather than a distribution of profits. The graph below illustratively shows how the NAV of Ventus VCT plc Ordinary Shares would evolve over time if a constant dividend of 8p per Ordinary Share is maintained.

⁷ Internal rate of return

⁸ Examined in detail in the Capital Allocation Review in the 31 August 2019 Half Yearly Accounts.

Ventus VCT plc - Ordinary Shares



As Shareholders will be aware, future dividends paid by the Companies should be tax free, including those resulting from the net proceeds of a sale of assets⁹. Equally, any capital gains or losses of Shareholders are also tax free¹⁰, meaning that any future falls in the Companies' share prices¹¹ will not qualify for any reliefs on loss.

Increasing costs as NAVs fall:

The Boards, together with the Investment Manager, have endeavoured to reduce costs wherever possible to offset the effects of the Companies' assets having a limited life. Cost reductions have been delivered through a significant decrease in the future annual investment management fees payable to the Investment Manager¹². Nevertheless, the Companies have significant fixed costs, including those that are incurred to fulfil their requirement to be listed on the London Stock Exchange, which will increase with inflation¹³. This combination of falling NAVs and rising costs will cause the Total Expense Ratio- being the Companies' total costs as a percentage of the Companies' NAV- to increase in the future.

The Boards anticipate that the Total Expense Ratio will rise from around 2.3% of the Companies' NAVs in the near term to in excess of 3.0% in the long term¹⁴. These costs are significantly higher than those paid by larger listed vehicles holding similar assets.

⁹ Subject to the individual Shareholder meeting the relevant VCT requirements.

¹⁰ Subject to the individual Shareholder meeting the relevant VCT requirements.

¹¹ Historically the Shares have traded at a discount to NAV, so if NAV falls in the future, the share price is also likely to fall.

¹² As announced on the 25 June 2019 and on the 31 July 2020.

¹³ As reviewed and discussed in the 29 February 2020 accounts.

¹⁴ The Total Expense Ratio has been estimated at 2.3% for the five years to 2026, increasing to in excess of 3.0% for the ten years to 2036.

The table below illustrates this issue by comparing the post-tax returns at different tax rates for investors who hold the same assets in the Companies versus a larger infrastructure fund. The Total Expense Ratio for the Companies represents an estimate for the next 5 years.

	Ventus / Ventus 2 (Illustrative)	Infrastructure Fund (Illustrative)	Infrastructure Fund Compared to Ventus / Ventus 2
Return on NAV	6.0%	6.0%	-
Less: Total Expense Ratio ¹⁵	-2.3%	-0.9%	1.4% lower costs
Net Return (0% tax rate)	3.7%	5.1%	1.4% higher return
Net Return (basic rate taxpayer)	3.7%	4.5%	0.8% higher return
Net Return (higher rate taxpayer)	3.7%	3.7%	equal return
Net Return (additional rate taxpayer)	3.7%	3.5%	0.2% lower return

The total shareholder return for an investor in an infrastructure fund (illustrative) would consist of both capital gains and dividends. The tax rates in the table above assume a blended tax rate for a basic rate, higher rate and additional rate income tax payer¹⁶. However, the realised tax rate for an investor may be lower than this, reflecting personal allowances and alternative low tax or zero tax structures, such as ISAs or pensions.

In the long term the Total Expense Ratio for the Companies will increase above the levels shown in the table above, further reducing the net return. Additionally, larger funds have other advantages that further enhance shareholder returns including access to cheaper borrowing and the ability to invest into new assets.

Therefore, the Boards do not believe that the tax advantages offered to Shareholders as a result of the Companies continuing as VCTs justify the Companies continuing to hold their assets. It is also clear to the Boards that, in the medium term, there may be an imperative to sell the Companies' assets as increasing costs further erode Shareholder returns and there can be no certainty that the currently favourable conditions will persist over that timeframe.

Shareholders should receive the net sale proceeds without the loss of any historical tax benefits:

As all Shareholders that subscribed to the Companies' initial share offerings have been invested for more than the five years required to maintain the VCT income tax relief available on subscription, Shareholders that claimed these reliefs should receive the net proceeds without any loss of the income tax relief already claimed¹⁷.

Shareholders may have the opportunity to obtain the initial 30% income tax relief from a subscription to a new VCT issue:

Should they wish to, Shareholders could use the opportunity to invest in a new VCT offering which should give those Shareholders that qualify a 30% income tax relief in the year of subscription¹⁸. Shareholders should take their own independent financial advice before making any such investment.

¹⁵ The Total Expense Ratio has been estimated at 2.3% for the five years to 2026, increasing to in excess of 3.0% for the ten years to 2036.

¹⁶ Assuming that of the total shareholder return, 1/3 is from capital appreciation (taxed at 20%) and 2/3 is from dividends (taxed at 7.5%, 32.5%, and 38.1% respectively for a basic, higher and additional rate taxpayer).

¹⁷ Subject to individual tax status and other qualifying criteria.

5. Recommendation

In conclusion of this analysis, the Boards considers that it is in the best interests of their respective Shareholders, as a whole, to dispose of the Companies' assets and to return the net proceeds to Shareholders.

Proposal:

The Boards propose to proceed with an orderly disposal of the Companies' assets. A resolution for the disposal of the Companies' assets and the discontinuance of the Companies as venture capital trusts will be proposed as an ordinary resolution at the General Meetings of each Company, requiring the approval of 50% of the Shareholders present in person or by proxy in order to pass, as set out in each of the notices of the General Meeting on pages 20 and 23. The passing of each Company's Resolution is conditional on the passing of the Resolution by the other Company.

6. Action to be taken in respect of the General Meetings

Notices of the General Meetings, to be held on 19 May 2021 at 12 noon in the case of Ventus and at 12:15 p.m. in the case of Ventus 2 to approve the Resolutions, are set out at the end of this document. Whilst all Shareholders will be able to vote at the General Meetings, as a result of the Government restrictions on movement and gatherings imposed as a result of the COVID-19 pandemic, Shareholders will not be allowed to attend the General Meetings in person. See Note 1 to each of the notices of the General Meetings on pages 21 and 24. Voting at the General Meetings will be conducted on a poll.

All Shareholders will receive a form of proxy which relates to the Resolution to be proposed at each of the General Meetings. If a Shareholder has not received the form of proxy they are requested to contact The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH. As an alternative to completing a hard-copy form of proxy, Shareholders can appoint a proxy electronically on-line, as explained on pages 21 and 24. Shareholders may only vote by proxy, appointing the Chairman as their proxy, to indicate how they would wish to vote .

Please complete and return the form of proxy, in accordance with the instructions printed on those forms of proxy, by 12 noon on 17 May 2021 in the case of Ventus and by 12:15p.m. on 17 May 2021 in the case of Ventus 2 or, if the General Meetings are adjourned, not later than 48 hours prior to the adjourned General Meetings. The right to vote at the General Meetings is determined by reference to the register of members at close of business two days prior to the General Meetings. Accordingly, to be entitled to vote, Shareholders must be entered in the register of members of the relevant Company by close of business on 17 May 2021.

7. Timetable following the General Meetings

If both of the Resolutions are passed the Boards will commence the process of the disposal of the Companies' assets, a process that is expected to take between 6 and 9 months. It is each Board's intention that, until the final sale proceeds are received, the Companies will continue to pay dividends in line with their stated dividend targets, and that the net sale proceeds will be distributed as soon as reasonably practicable. The Boards have appointed accountants EY as their financial adviser with regards to the potential sales. The sales will be undertaken in accordance with the VCT Rules. In order for the Companies to distribute all of their assets, the VCT Rules require the Companies to be placed into a members voluntary liquidation. Further general meetings will be convened toward the end of the sale process in order to approve those liquidations, following which the final distributions can be made.

If one or other or both of the Resolutions are not passed the Companies will continue to operate as VCTs and the Boards will consider what further steps should be taken.

Part II

Additional Information on the Companies

1. Share Capital

- 1.1 As at 12 April 2021 (being the latest practicable date prior to the publication of this document), the issued share capital (excluding shares held in treasury) of the Companies was as follows:

Ventus	Ordinary Shares	C Shares	D Shares
Issued and fully paid- Number of Shares	16,307,547	11,283,207	1,990,767
Issued and fully paid – Nominal value 25p each	£4,076,887	£2,820,802	£497,692

Ventus 2	Ordinary Shares	C Shares	D Shares
Issued and fully paid- Number of Shares	24,392,655	11,283,207	1,990,767
Issued and fully paid – Nominal value 25p each	£6,098,164	£2,820,802	£497,692

- 1.2 As at 12 April 2021 (being the latest practicable date prior to the publication of this document), no share or loan capital of the Companies was under option or had been agreed, conditionally or unconditionally, to be put under option. Each of the Companies each held 45,900 C Shares in treasury.

2. Directors and their Interests

- 2.1 As at 12 April 2021 (being the latest practicable date prior to publication of this document), the interests of the Directors in the issued share capital of the Companies were as follows:

Ventus	No. of Ordinary Shares	% of Ordinary Shares in issue	No. of C Shares	% of C Shares in issue	No. of D Shares	% of D Shares in issue
Directors						
David Williams	0	0.00%	0	0.00%	25,000	1.26%
Josephine Dixon	30,000	0.18%	0	0.00%	0	0.00%
Nicholas Curtis	187,569	1.15%	40,687	0.36%	0	0.00%

Ventus 2	No. of Ordinary Shares	% of Ordinary Shares in issue	No. of C Shares	% of C Shares in issue	No. of D Shares	% of D Shares in issue
Directors						
Lloyd Chamberlain	774,695	3.18%	323,875	2.87%	0	0.00%
Jane Tozer	0	0.00%	0	0.00%	0	0.00%
Christopher Zeal	0	0.00%	0	0.00%	0	0.00%

- 2.2 Each of the Directors has entered into a letter of appointment with the relevant Company of which they are a director for the provision of their services as directors for the fees disclosed in paragraph 2.3 below. The agreements are terminable by either party giving at least three months' notice to the other, subject to retirement by rotation and earlier cessation for any reason under the Articles. There are no commission or profit sharing arrangements and no compensation is payable on termination of the agreements. No amounts have been put aside to provide pensions, retirement or similar benefits to any Directors.

2.3 The current annual remuneration of the Directors is as follows:

Ventus

Director	Annual Fees
David Williams (Chairman)	£30,000
Josephine Dixon	£25,000
Nicholas Curtis	£25,000

Ventus 2

Director	Annual Fees
Lloyd Chamberlain (Chairman)	£30,000
Jane Tozer	£27,500
Christopher Zeal	£25,000

3. Substantial Shareholders

3.1 The Companies are not aware of any person, not being a member of its administrative, management or supervisory bodies who, as at the date of this document, is directly or indirectly, interested in 3% or more of the issued share capital of the Companies and who is required to notify such interest in accordance with the Disclosure Guidance & Transparency Rules or who directly or indirectly controls any of the Companies.

4. Material Contracts

4.1 The following are (a) the only contracts, not being contracts entered into in the ordinary course of business, that have been entered into by the Companies within the two years preceding date of publication of this document and which are or may be material to the Companies, and (b) the only contracts, not being contracts entered into in the ordinary course of business, that have been entered into by the Companies at any time and which contain any provisions under which the Companies have any obligation or entitlement which are material to the Companies as at the date of this document.

Ventus

4.1.1 Management Agreement dated 26 October 2004 between (i) Ventus, (ii) Climate Change Capital Limited and (iii) Climate Change Advisory Limited, as subsequently varied and novated to Climate Change Capital Limited and then to Temporis Capital Limited (the "Ventus Management Agreement"), pursuant to which the Investment Manager will provide or procure the provision of certain investment management services to Ventus for a fee payable quarterly in advance in each year (together with any applicable VAT) of an amount equal to 1.5% per annum of the NAV of Ventus. The NAV used for the purpose of calculating the fee payable to the Investment Manager will be the NAV most recently approved by the Directors of Ventus, which will normally be the NAV calculated as of the end of the quarter ending three months preceding such payment.

The Investment Manager will also provide administrative services to Ventus. Under the Ventus Management Agreement, Ventus' operating expenses, including all sums payable under the Ventus Management Agreement save for the performance incentive fee described below and exclusive of irrecoverable VAT, will not exceed 3.6% of Ventus' audited

NAV at the relevant year end, with the excess being borne by the Investment Manager (save that the Investment Manager's liability will not exceed the amount of its fees).

The Investment Manager will receive a performance-related incentive fee (the "Ventus Incentive Fee") subject to Ventus achieving certain defined targets. No incentive fee will be payable unless Ventus has achieved a hurdle of 60p per Share calculated as the sum of the cumulative Return (where Return is the dividend paid in respect of a financial period plus the increase in NAV at the end of the relevant financial period over the NAV at the end of the previous financial period) to the end of the financial year ended 29 February 2020 plus the cumulative Earnings (as defined below) thereafter. Subject to this hurdle being achieved, the Ventus Incentive Fee, which is payable in cash, is calculated as 20% of the amount by which Earnings in any accounting period exceeds 7p per Share (where Earnings is the net profit/(loss) and total comprehensive income before deduction of the incentive fee for the relevant financial period).

The Ventus Management Agreement can be terminated on two year's notice expiring at any time after 31 July 2025. The Ventus Management Agreement contains a provision to reduce the termination notice period to whichever is the earlier of one year or when the non-cash assets of Ventus are sold should the Resolution be passed at the Ventus General Meeting. The Ventus Management Agreement may also be terminated by any party in the event of, *inter alia*, Ventus or the Investment Manager having a receiver, administrator or liquidator appointed or committing a material breach of the Ventus Management Agreement, or by Ventus if it ceases to be a VCT for tax purposes or if the Investment Manager shall cease to be able to carry out its obligations under the Ventus Management Agreement lawfully. If terminated by Ventus without due cause or on less than the requisite notice, the Investment Manager shall be entitled to receive an amount representing the fees which would have been payable during the period for which notice shall not have been given, calculated by reference to the previous quarterly payment. The Ventus Incentive Fee will continue to be payable if the Ventus Management Agreement is terminated other than by reason of a default on the part of the Investment Manager. The Ventus Management Agreement will terminate automatically, without compensation, upon the passing of a resolution for the voluntary liquidation, reconstruction or reorganisation of Ventus.

4.1.2 The Directors' letters of appointment referred to in paragraph 2.2 of this Part II.

Ventus 2

4.1.3 Management Agreement dated 12 January 2006 between (i) Ventus 2, (ii) Climate Change Capital Limited and (iii) Climate Change Advisory Limited, as subsequently varied and novated to Climate Change Capital Limited and then to Temporis Capital Limited (the "Ventus 2 Management Agreement"), pursuant to which the Investment Manager will provide or procure the provision of certain investment management services to Ventus 2 for a fee payable quarterly in advance in each year (together with any applicable VAT) of an amount equal to 1.5% per annum of the NAV of Ventus 2. The NAV used for the purpose of calculating the fee payable to the Investment Manager will be the NAV most recently approved by the Directors of Ventus 2, which will normally be the NAV calculated as of the end of the quarter ending three months preceding such payment.

The Investment Manager will also provide administrative services to Ventus 2. Under the Ventus 2 Management Agreement, Ventus' operating expenses, including all sums payable under the Ventus 2 Management Agreement save for the performance incentive fee described below and exclusive of irrecoverable VAT, will not exceed 3.6% of Ventus 2's audited NAV at the relevant year end, with the excess being borne by the Investment Manager (save that the Investment Manager's liability will not exceed the amount of its fees).

The Investment Manager will receive a performance-related incentive fee (the "Ventus 2 Incentive Fee") subject to Ventus 2 achieving certain defined targets. No incentive fee will be payable unless Ventus 2 has achieved a hurdle of 60p per Share calculated as the sum of the cumulative Return (where Return is the dividend paid in respect of a financial period plus the increase in NAV at the end of the relevant financial period over the NAV at the end of the previous financial period) to the end of the financial year ended 29 February 2020 plus the cumulative Earnings (as defined below) thereafter. Subject to this hurdle being achieved, the Ventus 2 Incentive Fee, which is payable in cash, is calculated as 20% of the amount by which Earnings in any accounting period exceeds 7p per Share (where Earnings is the net profit/(loss) and total comprehensive income before deduction of the incentive fee for the relevant financial period).

The Ventus 2 Management Agreement can be terminated with two year's notice expiring at any time after 31 July 2025. The Ventus 2 Management Agreement contains a provision to reduce the termination notice period to whichever is the earlier of one year or when the non-cash assets of Ventus 2 are sold should the Resolution be passed at the Ventus 2 General Meeting. The Ventus 2 Management Agreement may also be terminated by any party in the event of, *inter alia*, Ventus 2 or the Investment Manager having a receiver, administrator or liquidator appointed or committing a material breach of the Ventus 2 Management Agreement, or by Ventus 2 if it ceases to be a VCT for tax purposes or if the Investment Manager shall cease to be able to carry out its obligations under the Ventus 2 Management Agreement lawfully. If terminated by Ventus 2 without due cause or on less than the requisite notice, the Investment Manager shall be entitled to receive an amount representing the fees which would have been payable during the period for which notice shall not have been given, calculated by reference to the previous quarterly payment. The Ventus 2 Incentive Fee will continue to be payable if the Ventus 2 Management Agreement is terminated other than by reason of a default on the part of the Investment Manager. The Ventus 2 Management Agreement will terminate automatically, without compensation, upon the passing of a resolution for the voluntary liquidation, reconstruction or reorganisation of Ventus 2.

4.1.4 The Directors' letters of appointment referred to in paragraph 2.2 of this Part II.

5. Miscellaneous

- 5.1 Ventus was incorporated and registered in England and Wales on 13 August 2004 with limited liability as a public limited company under the CA 1985 with registered number 05205442.
- 5.2 Ventus 2 was incorporated and registered in England and Wales on 5 January 2006 with limited liability as a public limited company under the CA 1985 with registered number 05667210.
- 5.3 Statutory accounts for the year ended 29 February 2020, in respect of which the Companies' auditor has made unqualified reports under CA 2006, have been delivered to the Registrar of Companies. BDO LLP, 55 Baker Street, London W1U 7EU was the Companies' auditor in respect of these accounts.
- 5.4 Save for the fees paid to the Directors as detailed in paragraph 2.3 above and the fees paid under the management and administration arrangements detailed in paragraphs 4.1.1 and 4.1.3 above, there were no other related party transactions or fees paid by the Companies to a related party during the period from 31 August 2020, the date of the Companies' last published unaudited financial information, to the date of this document.
- 5.5 Save in respect of the developments relating to the proposed disposal by the Companies of their assets, as announced by the Companies on 1 March 2021, there has been no significant change in the financial position of the Companies since 31 August 2020, the date to which the Companies' last unaudited financial statements have been published, to the date of this document.

- 5.6 There are no governmental, legal or arbitration proceedings (including any such proceedings which are or were pending or threatened of which the Companies are aware) during the 12 months immediately preceding the date of this document, which may have, or have had in the recent past, a significant effect on the Companies' financial position or profitability.

6. Documents Available for Inspection

- 6.1 The Articles will be available for inspection on the Companies' websites and, by prior appointment, from the date of this Circular at the registered office of the Companies during normal business hours on any day (Saturdays, Sundays and public holidays excepted) until the conclusion of the General Meetings and will also be available for inspection at the place of the General Meetings during, and for at least 15 minutes before, the General Meetings, although see Note 1 to each of the notices of the General Meetings on pages 21 and 24.

13 April 2021

Part III Definitions

The following definitions are used throughout this document unless the context otherwise requires:

“Articles”	the articles of association of the Companies
“Associate”	has the meaning given in the Listing Rules
“Board” or “Directors”	the board of directors of the Companies
“Capital Allocation Reviews”	the capital allocation reviews included in the Companies' 31 August 2019 half-yearly financial reports
“C Shares”	the C ordinary shares of 25p each in the capital of the Company (and each a "C Ordinary Share")
“CA 1985”	the Companies Act 1985
“CA 2006”	the Companies Act 2006
“Circular”	this document
“Company/ies”	Ventus and/or Ventus 2
“Continuation Vote”	the process described in the Articles whereby Shareholders are required to vote on the continuance, or not, of the Companies as VCTs at 5-year intervals
“D Shares”	the D ordinary shares of 25p each in the capital of the Company (and each a "D Ordinary Share")
“Disclosure, Guidance and Transparency Rules”	the disclosure, guidance and transparency rules of the FCA
“FCA”	the Financial Conduct Authority
“Financial Adviser” or “EY”	Ernst & Young LLP, 1 More London Place, London, SE1 2AF
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting(s)”	the Ventus General Meeting and/or the Ventus 2 General Meeting
“HMRC”	Her Majesty's Revenue & Customs
“Howard Kennedy”	Howard Kennedy Corporate Services LLP
“Investment Manager”	Temporis Capital Limited, 7th Floor, Wellington House, 125-130 Strand, London WC2R 0AP
“ITA 2007”	Income Tax Act 2007 (as amended)
“Listing Rules”	the listing rules issued by the FCA in accordance with section 73A of FSMA
“London Stock Exchange”	London Stock Exchange plc
“NAV”	net asset value
“Ordinary Shares”	the ordinary shares of 25p each in the capital of the Company
“Proposals”	the proposals for the disposal of the Companies' assets and the discontinuance of the Companies as venture capital trusts
“Resolutions”	the resolutions to be proposed at the General Meetings
“Shareholders”	holders of Shares
“Shares”	Ordinary Shares, C Shares and D Shares (and each a "Share")
“Total Expense Ratio”	total costs as a percentage of a company's NAV

“Total Shareholder Return”	the sum of all dividends received and NAV at a given date
“VCT” or “venture capital trust”	a company satisfying the requirements of Chapter 3 of Part 6 of ITA 2007 for venture capital trusts
“VCT Rules”	Part 6 ITA 2007 and every other statute (including any orders, regulations or other subordinate legislation made under them) for the time being in force concerning VCTs
“Ventus”	Ventus VCT plc
“Ventus 2”	Ventus 2 VCT plc
“Ventus General Meeting”	the general meeting of the Shareholders of Ventus convened in accordance with the notice set out at page 20 of this document, or any adjournment thereof
“Ventus 2 General Meeting”	the general meeting of the Shareholders of Ventus 2 convened in accordance with the notice set out at page 23 of this document, or any adjournment thereof

Part IV

Risk Factors

Shareholders should carefully consider the following risk factors in addition to the other information presented in this document which, if the risk were to occur, could have a material effect on the Company's performance. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take you are recommended to seek your own financial advice immediately from a stockbroker, solicitor, accountant or other independent adviser authorised under the FSMA.

The value of the Companies' assets on sale may be materially different to the figures used in the Circular:

The value realisable on a sale of the Companies' assets is linked to estimates and assumptions about a variety of matters including, without limitation, power price projections, inflation figures and a variety of broader macroeconomic considerations, which assumptions may prove to be incorrect.

The indicative returns also are based on an assessment of the market conditions at the time of this Circular and, therefore, remain subject to change. The Companies' have further assumed that there will be no material changes in government policies, either relating to taxation, law or the continuance of Renewable Obligation and Feed-in-Tariff provisions. A material change in any such factors may result in a reduction in the value of the Companies' assets on sale.

Reliance on financial models

The potential value of the Companies' assets on sale is calculated with reference to detailed financial models. There is a risk that the assumptions inherent in such financial models may be inaccurate or incomplete or that the financial models may contain calculative errors.

Ownership of the Companies' assets

The Companies between them do not hold 100% of the share capital of 13 of the 18 investee companies, as many of the assets were developed as joint ventures with landowners, developers or other parties. As a result, 11 of the Companies' assets are subject to either first look or last look pre-emption rights in favour of other shareholders in those investee companies. The existence of pre-emption rights, as well as the holding of non-majority investments, may deter some potential buyers of the Companies' assets. This may serve to remove competitive tension from a sales process, which may in turn result in a lower than anticipated price or cause a transaction to take materially longer than would otherwise be the case.

Timetable for sale, cash distribution and winding up:

There can be no assurance that the indicative timetable set out in this Circular will be adhered to. A sale of the Companies' assets may prove materially more complex than anticipated, and the distribution of proceeds to Shareholders may be delayed by a number of factors, including, without limitation, the ability of a liquidator to make distributions to Shareholders.

Anticipated returns to Shareholders if the Resolutions are not passed:

The Boards consider that the returns to Shareholders from the Companies remaining invested in their assets as compared to selling them now are insufficient when set against the wide range of risks to which Shareholders would remain exposed. The Boards anticipate that running costs would increase materially over time as the value of the assets falls.

Part V Notice of General Meetings

Notice of the Ventus General Meeting

AS A RESULT OF GOVERNMENT RESTRICTIONS ON MOVEMENT AND GATHERINGS IMPOSED AS A RESULT OF THE COVID-19 PANDEMIC, SHAREHOLDERS WILL NOT BE ALLOWED TO ATTEND THE VENTUS GENERAL MEETING IN PERSON. SHAREHOLDERS ARE URGED TO COMPLETE THEIR FORM OF PROXY, APPOINTING THE CHAIRMAN AS THEIR PROXY, TO INDICATE HOW THEY WOULD WISH TO VOTE AT THE VENTUS GENERAL MEETING. SEE NOTE 1 TO THE VENTUS GENERAL MEETING ON PAGE 21 CONCERNING THE VENUE AND FORMAT OF THE VENTUS GENERAL MEETING.

Notice is hereby given that a general meeting of Ventus VCT plc (the "**Company**") will be held on 19 May 2021 at 12 noon for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution:

Ordinary Resolution

That, subject to the passing of the Resolution at the Ventus 2 General Meeting, the Company's assets shall be sold and the Company shall discontinue as a venture capital trust.

For the purpose of this resolution, words and expressions defined in the Circular issued to the Company's shareholders dated 13 April 2021 shall have the same meanings in this resolution, save where the context requires otherwise.

By order of the Board of Ventus VCT plc

The City Partnership (UK) Limited

Company Secretary

13 April 2021

NOTES TO THE NOTICE OF THE VENTUS GENERAL MEETING

As a result of the Government restrictions on movement and gatherings imposed as a result of the COVID-19 pandemic, Shareholders will not be allowed to attend the Ventus General Meeting in person.

Appointment of Proxies

1. The Ventus Board has been closely monitoring the impact of the Coronavirus in the United Kingdom and has decided that, in view of the measures that are likely to be in effect as at the date of the Ventus General Meeting, the Ventus General Meeting will proceed as set out in this notice with a quorum being present which will be made up of Shareholders who are Ventus Directors. To minimise this impact, the Ventus Board actively encourages Shareholders to vote by proxy, and where possible, to vote by proxy online. Because the General Meeting is being conducted as a “closed meeting” each Shareholder should appoint the Chairman of the Meeting as their proxy to vote as indicated. Any other person appointed as their proxy will not be able to attend the meeting.
2. As a member of Ventus, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Ventus General Meeting.
You can only appoint a proxy using the procedures set out in these notes.
3. If you do not give your proxy an indication of how to vote on the Resolutions, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Ventus General Meeting.
4. Voting at the Ventus General Meeting will be conducted on a poll.

Appointment of proxy using hard copy form of proxy

5. These notes explain how to direct your proxy how to vote on the Resolutions or withhold their vote.
To appoint a proxy using the form of proxy, the form must be:
 - completed and signed;
 - sent or delivered to The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH; and
 - received by The City Partnership (UK) Limited no later than 12 noon on 17 May 2021 or, if the Ventus General Meeting is adjourned, by no later than 48 hours prior to the adjourned Ventus General Meeting.

In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

Electronic appointment of proxies

6. As an alternative to completing the hard-copy form of proxy, you can appoint a proxy electronically via the registrar’s on-line Proxy Voting App at <https://proxy-ventus.cpip.io/> . You will need your City Investor Number (CIN) and your Access Code which are shown at the top of the hard-copy proxy form enclosed.
For an electronic proxy appointment to be valid, your appointment must be received by The City Partnership (UK) Limited no later than 48 hours prior to the time of the Ventus General Meeting i.e. by 12 noon on 17 May 2021.

Appointment of proxy by joint members

7. In the case of joint shareholders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in Ventus' register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of Proxy Appointments

9. In order to revoke a proxy instruction you will need to inform Ventus using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- By sending an e-mail to proxies@city.uk.com with a signed revocation attached to the email such that the revocation would have been valid had it been sent by ordinary mail. This email address should not be used for any other purpose unless expressly stated.
- By amending your proxy vote via the Proxy Voting App at <https://proxy-ventus.cpip.io/>.

In any case, the revocation notice must be received by Ventus no later than 12 noon on 17 May 2021 or, if the Ventus General Meeting is adjourned, by no later than 48 hours prior to the adjourned Ventus General Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Communication

10. Except as provided above, members who have general queries about the Ventus General Meeting should contact Ventus' Company Secretary by post at The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH, or by email at enquiries@city.uk.com (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in the notice of the Ventus General Meeting; or
- any related documents (including the forms of proxy),

to communicate with Ventus for any purposes other than those expressly stated.

Notice of the Ventus 2 General Meeting

AS A RESULT OF GOVERNMENT RESTRICTIONS ON MOVEMENT AND GATHERINGS IMPOSED AS A RESULT OF THE COVID-19 PANDEMIC, SHAREHOLDERS WILL NOT BE ALLOWED TO ATTEND THE VENTUS 2 GENERAL MEETING IN PERSON. SHAREHOLDERS ARE URGED TO COMPLETE THEIR FORM OF PROXY, APPOINTING THE CHAIRMAN AS THEIR PROXY, TO INDICATE HOW THEY WOULD WISH TO VOTE AT THE VENTUS 2 GENERAL MEETING. SEE NOTE 1 TO THE VENTUS 2 GENERAL MEETING ON PAGE 24 CONCERNING THE VENUE AND FORMAT OF THE VENTUS 2 GENERAL MEETING.

Notice is hereby given that a general meeting of Ventus 2 VCT plc (the “**Company**”) will be held on 19 May 2021 at 12:15 p.m. for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution:

Ordinary Resolution

That, subject to the passing of the Resolution at the Ventus General Meeting, the Company’s assets shall be sold and the Company shall discontinue as a venture capital trust.

For the purpose of this resolution, words and expressions defined in the circular issued to the Company's shareholders dated 13 April 2021 shall have the same meanings in this resolution, save where the context requires otherwise.

By order of the Board of Ventus 2 VCT plc

The City Partnership (UK) Limited

Company Secretary

13 April 2021

NOTES TO THE NOTICE OF THE VENTUS 2 GENERAL MEETING

As a result of the Government restrictions on movement and gatherings imposed as a result of the COVID-19 pandemic, Shareholders will not be allowed to attend the Ventus 2 General Meeting in person.

Appointment of Proxies

1. The Ventus 2 Board has been closely monitoring the impact of the Coronavirus in the United Kingdom and has decided that, in view of the measures that are likely to be in effect as at the date of the Ventus 2 General Meeting, the Ventus 2 General Meeting will proceed as set out in this notice with a quorum being present which will be made up of Shareholders who are Ventus 2 Directors. To minimise this impact, the Ventus 2 Board actively encourages Shareholders to vote by proxy, and where possible, to vote by proxy online. Because the General Meeting is being conducted as a “closed meeting” each Shareholder should appoint the Chairman of the Meeting as their proxy to vote as indicated. Any other person appointed as their proxy will not be able to attend the meeting.
2. As a member of Ventus 2, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Ventus 2 General Meeting.

You can only appoint a proxy using the procedures set out in these notes.
3. If you do not give your proxy an indication of how to vote on the Resolutions, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Ventus 2 General Meeting.
4. Voting at the Ventus 2 General Meeting will be conducted on a poll.

Appointment of proxy using hard copy form of proxy

5. These notes explain how to direct your proxy how to vote on the Resolutions or withhold their vote.

To appoint a proxy using the form of proxy, the form must be:
 - completed and signed;
 - sent or delivered to The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH; and
 - received by The City Partnership (UK) Limited no later than 12:15p.m. on 17 May 2021 or, if the Ventus 2 General Meeting is adjourned, by no later than 48 hours prior to the adjourned Ventus 2 General Meeting.

In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

Electronic appointment of proxies

6. As an alternative to completing the hard-copy form of proxy, you can appoint a proxy electronically via the registrar’s on-line Proxy Voting App at <https://proxy-ventus2.cpip.io/>. You will need your City Investor Number (CIN) and your Access Code which are shown at the top of the hard-copy proxy form enclosed.

For an electronic proxy appointment to be valid, your appointment must be received by The City Partnership (UK) Limited no later than 48 hours prior to the time of the Ventus 2 General Meeting i.e. by 12:15p.m. on 17 May 2021.

Appointment of proxy by joint members

7. In the case of joint shareholders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in Ventus 2’s register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of Proxy Appointments

9. In order to revoke a proxy instruction you will need to inform Ventus 2 using one of the following methods:
- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
 - By sending an e-mail to proxies@city.uk.com with a signed revocation attached to the email such that the revocation would have been valid had it been sent by ordinary mail. This email address should not be used for any other purpose unless expressly stated.
 - By amending your proxy vote via the Proxy Voting App at <https://proxy-ventus2.cpip.io/>.

In any case, the revocation notice must be received by Ventus 2 no later than 12:15 p.m. on 17 May 2021 or, if the Ventus 2 General Meeting is adjourned, by no later than 48 hours prior to the adjourned Ventus 2 General Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Communication

10. Except as provided above, members who have general queries about the Ventus 2 General Meeting should contact Ventus 2's Company Secretary by post at The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH, or by email at enquiries@city.uk.com (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in the notice of the Ventus 2 General Meeting; or
- any related documents (including the forms of proxy),

to communicate with Ventus 2 for any purposes other than those expressly stated.

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